



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com



August 30, 2002

VIA FEDERAL EXPRESS

Vernon A. Williams, Secretary
Surface Transportation Board
Documents for Recordation
1925 K Street, N.W. #700
Washington, DC 20423

RECORDATION NO. 16594-0 FILED

SEP 16 02

2-53 PM

SURFACE TRANSPORTATION BOARD

Dear Sir or Madam:

Enclosed are the three original and one certified copy of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The primary document to which this is connected is recorded under Recordation No. 16594.

The names and addresses of the parties to the document are as follows:

Trustee: Citibank, N.A.
111 Wall Street
14th Floor
New York, NY 10005

Company: Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

A description of the Equipment covered by the enclosed document follows:
Railroad tank cars as listed in Schedules A and B to this letter.

A short summary of the document to appear in the Index are as follows:

Sixth Supplemental Trust Agreement, Series 21, dated as of February 14, 2002, between Union Tank Car Company and Citibank, N.A., as Trustee.

The purpose of this Sixth Supplemental Trust Agreement is to document that 9 railroad tank cars ("Equipment") are being removed from the list of Equipment and 8 cars are being substituted therefor.

Surface Transportation Board
August 30, 2002
Page 2

Bill of Sale dated as of February 14, 2002, by Citibank, N.A., as Trustee, covering railroad tank cars as more fully described in Schedules A and B to this letter.

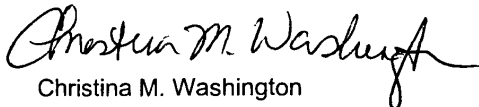
The purpose of this Bill of Sale is to document that the lien of the Trustee has terminated and title to the cars has been transferred to the Company.

Please file this document as a supplement to the filing referred to above and return the certified copies of the document, stamped to show the filing, to me. Enclosed is our check in the amount of \$60 for the filing fees for this and one other related document under the same recordation number.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,


Christina M. Washington
Legal Assistant

encls.

utc4066-21

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R-021

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
1	T055	20,600 GAL.	UTLX 130340
7	T105	20,600 GAL.	UTLX 646511-646513, 646655- 646658
<u>8</u>	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION - SCHEDULE A
SERIES R-21

02/15/02

02/15/02

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	CO. CODE	IN USE DATE	CERTIFICATE TRUST COST	NET BOOK VALUE
UTLX 130340	T055	20,600	GAL.	1	09/96	\$ 57,265	\$ 42,238
UTLX 646511	T105	20,600	GAL.	1	06/96	54,478	42,152
UTLX 646512	T105	20,600	GAL.	1	06/96	54,478	42,152
UTLX 646513	T105	20,600	GAL.	1	06/96	54,478	42,152
UTLX 646655	T105	20,600	GAL.	1	07/96	49,354	40,296
UTLX 646656	T105	20,600	GAL.	1	07/96	49,354	40,296
UTLX 646657	T105	20,600	GAL.	1	07/96	49,354	40,296
UTLX 646658	T105	20,600	GAL.	1	07/96	49,354	40,296
TOTAL NUMBER OF CARS			8			\$ <u>418,115</u>	\$ <u>329,878</u>

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 21 (R21)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	C214	5,800	UTCX 47768
1	T105	20,500	UTLX 640931
3	T106	23,500	UTLX 201002, 640962, 641478
1	T107	25,600	UTLX 640750
1	T107	27,300	UTLX 201056
1	T108	30,000	UTLX 201298
1	T426	24,000	UTLX 950022
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9	TOTAL		

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES R021

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	CO. CODE	IN USE	—DATES— WRECKED /RETIRED	CERTIFICATE TRUST COST	PROCEEDS* SALE PRICE/ NET BOOK VALUE
UTCX	47768	C214	5,800	CUFT.	1	01/89 05/00	\$ 50,897	\$ 37,964 *
UTLX	640931	T105	20,595	GAL	1	02/89 11/95	48,086	49,926 *
UTLX	201002	T106	23,500	GAL	1	07/89 03/01	52,246	51,886 *
UTLX	640962	T106	23,500	GAL	1	02/89 07/01	47,879	45,350 *
UTLX	641478	T106	23,500	GAL	1	02/89 07/01	48,877	45,350 *
UTLX	201056	T107	27,300	GAL	1	12/88 12/01	45,459	20,457
UTLX	640750	T107	25,600	GAL	1	09/89 04/01	52,378	35,622 *
UTLX	201298	T108	30,000	GAL	1	03/89 07/99	46,445	18,578
UTLX	950022	T426	24,000	GAL	1	08/89 03/00	61,480	24,592
NUMBER OF CARS		9					\$ 453,747	\$ 329,725

RECORDING NO. 16594-0 FILED

BILL OF SALE

SEP 16 02

2-53 PM

CITIBANK, N.A.,
as Trustee under Equipment Trust Agreement
Dated as of October 13, 1989 (Series 21)
to
UNION TANK CAR COMPANY

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS, that Citibank, n.a., as Trustee under that certain Equipment Trust Agreement dated as of October 13, 1989 ("Trust Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Trust Agreement) to be substituted under the Trust Agreement and other compliance by Company with the terms of the Trust Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

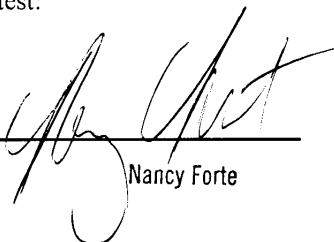
TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Trust Agreement, which was recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission).

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of February 14, 2002.

Attest:

CITIBANK, N.A.,
as Trustee



Nancy Forte

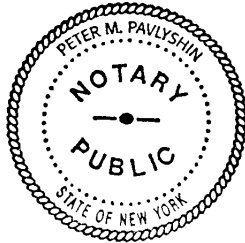
By 

Its 

UTC2044

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On July 18, 2002, before me, a Notary Public in and for said State and County, personally appeared P. DeFelice and Nancy Forte, to me personally known, who being by me duly sworn did say that they are, respectively, President and ASSISTANT VICE PRESIDENT of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.




Notary Public

PETER M. PAVLYSHIN
Notary Public, State of New York
No. 41-4991297
Qualified in Queens County
Certificate Filed in New York County
Commission Expires January 27, 2006

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 21 (R21)

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1	T107	27,300	UTLX 201056
1	T108	30,000	UTLX 201298
1	T426	24,000	UTLX 950022
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9	TOTAL		

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES R021

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	CO. CODE	—DATES— IN WRECKED USE /RETIRED	CERTIFICATE TRUST COST	PROCEEDS* SALE PRICE/ NET BOOK VALUE
UTCX	47768	C214	5,800	CUFT.	1	01/89 05/00	\$ 50,897 \$ 37,964 *
UTLX	640931	T105	20,595	GAL	1	02/89 11/95	48,086 49,926 *
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